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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	
	:	Chapter 11
SEARS HOLDINGS CORPORATION, et al.,	:	
	:	Case No. 18-23538 (RDD)
	:	
Debtors.¹	:	(Jointly Administered)
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**NOTICE OF AGENDA OF MATTERS
SCHEDULED FOR HEARING ON MAY 8, 2019 AT 10:00 A.M.**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Location of Hearing: United States Bankruptcy Court for the Southern District of New York,
before the Honorable Robert D. Drain, United States Bankruptcy Judge,
300 Quarropas Street, White Plains, New York 10601

Explanatory note: Given the volume of pleadings, objections, withdrawals and adjournments relating to the matters noticed for this evidentiary hearing, and in an effort to make this agenda more user-friendly for the Court and for parties in interest, the Buyer has listed only those contested matters as to which no withdrawal, adjournment or resolution has been reached as of this time. The Buyer will provide any supplemental updates on the record of the hearing.

I. CONTESTED MATTERS: The *Notices of Assumption and Assignment of Designatable Leases* [ECF Nos. 2854, 3017, 3023, 3034, 3057, 3068, 3211, 3214, 3290, 3297, 3298, 3299, 3329, 3331, 3369, 3395, 3416, 3448, 2451] filed by Transform Holdco LLC (“Transform” or the “Buyer”).

1. Counterparties Asserting Objections to Adequate Assurance of Future Performance by Transform Holdco LLC and its Affiliates.

- a. K-Bay Plaza, LLC [ECF No. 1824, 3487]
- b. Lakewood Shopping Center, LLC [ECF No. 1845, 3524]
- c. Oster Yorktown Properties, LLC [ECF No. 1853, 3454]
- d. MCS Hemet Valley Center [ECF No. 1870, 3366, 3420]
- e. Colonial Properties, LLC [ECF No. 1947]
- f. The Kroger Co. [ECF No. 1948, 3578]
- g. Cheddars Casual Café, Inc., Rare Hospitality International Inc., and Rare Hospitality Management [ECF No. 1973]
- h. LBG Hilltop, LLC [ECF No. 1975]
- i. Stockton Mariposa [ECF No. 2026, 3585]
- j. SWZ, LLC [ECF No. 2192, 3427]
- k. CenterPoint Properties Trust [ECF No. 2193]
- l. A.R.E. Investment Co. [ECF No. 2205, 3537]
- m. Camegaran LLC [ECF No. 2268]
- n. Groveport Lynx, LLC [ECF No. 2285]
- o. Bradshaw Westwood Trust [ECF No. 2299, 3579]
- p. Loyal Holdings DE LLC [ECF No. 3388]
- q. Pennsee, LLC [ECF No. 3392]
- r. California Drive In Theaters, Inc. [ECF No. 3575]
- s. MIDAMCO [ECF No. 3600]

2. Counterparties Asserting Objections to Assumption and Assignment of Unexpired Non-Residential Real Property Leases with Restrictive Covenants.

- a. Lakewood Shopping Center, LLC [ECF No. 1845, 3524]
- b. MCS Hemet Valley Center [ECF No. 1870, 3366, 3420]
- c. Westfield LLC [ECF No. 1991, 3511]
- d. Concord Mall LP [ECF No. 1993]

- e. Loyal Holdings DE LLC [ECF No. 3388]
 - f. Pennsee, LLC [ECF No. 3392]
 - g. SWZ, LLC [ECF No. 2129, 3427]
 - h. Univest-BTC S&R, LLC [ECF No. 3549]
 - i. McDonald's Corporation [ECF No. 1878, 2365, 2872, 3551]
 - j. Saker ShopRites, Inc. [ECF No. 3565]
 - k. M. Holtzman Realty, LLC [ECF No. 3569]
 - l. MIDAMCO [ECF No. 3600]
 - m. Living Spaces Furniture, LLC [ECF No. 2012, 2807]
3. Counterparties Asserting Objections to Assumption and Assignment of Unexpired Non-Residential Real Property Leases with Outstanding Obligations Under Such Leases or that Leased Real Property Must Be Assumed *Cum Onere*.
- a. Lakewood Shopping Center, LLC [ECF No. 1845, 3524]
 - b. MCS Hemet Valley Center [ECF No. 1870, 3366, 3420]
 - c. SWZ, LLC [ECF No. 2192, 3427]
 - d. Bradshaw Westwood Trust [ECF No. 2299, 3579]
4. Counterparties Asserting Objections Related to Service of Process.
- a. HomeGoods, Inc. [ECF No. 1946]
 - b. CAPREF Burbank LLC [ECF No. 1983]
 - c. Manco Florida Associates, LLC [ECF No. 2128, 3405]
 - d. Shidler/West Finance Partners V L.P. [ECF No. 2155]
 - e. Camegaran LLC [ECF No. 2268]
 - f. Living Spaces Furniture, LLC [ECF No. 2012, 2807]
5. Counterparties Asserting Objections Asserting Entitlement to Security Deposit Under Bankruptcy Code Section 365(l).
- a. Bradshaw Westwood Trust [ECF No. 2299, 3579]
6. Counterparties Asserting Objections to Assumption and Assignment of Unexpired Non-Residential Real Property Leases Asserting Insurance Requirements.
- a. K-Bay Plaza, LLC [ECF No. 1824, 3487]
 - b. A.R.E. Investment Co. [ECF No. 2205, 3537]
 - c. Pennsee, LLC [ECF No. 3392]
 - d. SWZ, LLC [ECF No. 2129, 3427]
8. Counterparties Asserting Objections to Assumption and Assignment of Unexpired Non-Residential Real Property Leases on Miscellaneous Grounds.
- a. Landlord, Fringe Area (II), S.E. [ECF No. 1927, 3535]
 - b. City of Minneapolis [ECF No. 1954, 2334]

- c. Landlord, Plaza del Caribe, S.E. [ECF No. 1961, 1970]
- d. Drayton Plains (MI) [ECF No. 2140]
- e. Baker-Properties Limited Partnership [ECF No. 3390]
- f. RREEF America REIT II Portfolio L.P. [ECF No. 3463]
- g. Plaza las Americas, Inc. [ECF No. 3531]
- h. McDonald's Corporation [ECF No. 1878, 2365, 2872, 3551]

II. MATTERS RESOLVED AND ADJOURNED:

1. Objections Relating to Payment of Costs and Expenses Under Applicable Leases.

Simultaneously herewith, Transform is filing a revised version of its proposed *Order (I) Authorizing Assumption and Assignment of Certain Leases and (II) Granting Related Relief* [ECF No. 3654-1] (the "Proposed Assignment Order") providing that it shall be responsible for any costs or expenses (including, without limitation, for royalties, rents, utilities, taxes, insurance, fees, any common area or other maintenance charges, promotional funds and percentage rent) arising under any of the leases to be assumed pursuant to the Proposed Assignment Order that are attributable to (x) the portion of such calendar year occurring prior to the lease assignment becoming effective or (y) for any previous calendar year.

Transform believes that this resolves remaining objections in this category.

2. Objections to Cure Amounts.

Transform has proposed certain cure resolution procedures under which objections relating solely to disputed cure amounts would be adjourned with all parties' rights reserved and not addressed at this hearing.

3. Adjournments and Extensions to be So-Ordered Under 365(d)(4).

A significant volume of stipulations to extensions of the time to assume or reject have been submitted for the Court's approval under Bankruptcy Code section 365(d)(4) with the applicable landlords' consent. Subject to the Court's direction, the Buyer intends to submit these extensions to Chambers following the hearing for approval.

Dated: May 7, 2019
New York, New York

/s/ Luke A. Barefoot

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